

14863-B
14863-C

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

RECORDATION NO. 14863-B
FILED 1425
OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

FEB 27 1986

Date February 27, 1986

Fee \$ 20.00

ICC Washington, D. C.

6-058A020

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

RECORDATION NO. 14863-C
FILED 1425

FEB 27 1986 -12 10 PM

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four fully executed copies each of 1) a Supplement No. 1, dated February 25, 1986, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 1, dated February 25, 1986, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
1370 Avenue of the Americas
New York, New York 10019

Mortgagee/
Assignee: Fleet National Bank, individually
and as agent
111 Westminster Street
Providence, Rhode Island

C.T. Kappler
Quintana

100 OFFICE OF
THE SECRETARY
FEB 27 12 07 PM '86
MORTGAGE AND
HYPOTHECAIR

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
February 27, 1986
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A (List of Additional Equipment and Leases) and Exhibit B (List of Released Equipment and Leases) attached hereto and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation and has knowledge of the matters contained therein.

Kindly return three copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 1, dated February 25, 1986, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 1, dated February 25, 1986, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the addition and deletion of railroad cars.

Very truly yours,

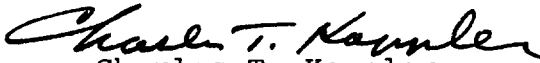

Charles T. Kappler

EXHIBIT A
TO
SUPPLEMENT NO. 1
FLEET NATIONAL BANK,
INDIVIDUALLY AND AS AGENT, AS SECURED PARTY
AGAINST
ACF INDUSTRIES, INCORPORATED, AS DEBTOR

List of Additional Equipment and Leases

The property added by this Supplement consists of
(a) all of the railroad rolling stock listed on Annex
"A" hereto and all of the leases and agreements for use
and all riders, amendments and supplements thereto re-
lating to the railroad rolling stock listed on Annex "A"
and (b) all products and proceeds of any of the foregoing
in whatever form, including without limitation, any claims
against third parties for loss or damage to or destruction
of any or all of the foregoing and cash, negotiable instru-
ments and other instruments for the payment of money, chattel
paper, security agreements or other documents.

ANNEX "A"

| <u>QUANTITY</u> | <u>AAR DESIGNATION</u> | <u>CAR NUMBERS</u> |
|-----------------|----------------------------|--|
| 122 | C214 | 39318 - 39329 39376 39379 - 39380 39412 - 39413 39429 39431 - 39432 39440 - 39448 39492 - 39552 39554 39565 39567 - 39571 39606 - 39607 39609 39611 - 39612 39614 - 39617 39627 - 39632 39643 - 39644 39646 - 39649 39652 - 39653 40354 40393 39475 39477 39479 51073 51077 - 51081 51083 - 51085 51087 51089 51091 - 51102 51104 - 51113 51119 51143 - 51147 51163 - 51165 51171 51173 51176 51178 - 51205 51230 - 51231 39330 - 39341 71187 - 71194 71131 - 71140 71183 71195 - 71229 71240 - 71244 77226 - 77227 77239 - 77245 77219 |
| 78 | C614 | |
| 12 | C714 | |
| 8 | T104 | |
| 10 | T105 | |
| 1 | T106 | |
| 40 | T107 | |
| 9 | T865 | |
| 1 | T866 | |

| | |
|---------------------|-----|
| Covered Hopper Cars | 212 |
| Tank Cars | 69 |
| Total | 281 |

EXHIBIT B
TO
SUPPLEMENT NO. 1
FLEET NATIONAL BANK,
INDIVIDUALLY AND AS AGENT, AS SECURED PARTY
AGAINST
ACF INDUSTRIES, INCORPORATED, AS DEBTOR

List of Released Equipment and Leases

The property released by this Supplement consists of:
(a) all of the railroad rolling stock listed on Annex
"B" hereto and all of the leases and agreements for use
and all riders, amendments and supplements thereto re-
lating to the railroad rolling stock listed on Annex "B"
and (b) all products and proceeds of any of the foregoing
in whatever form, including without limitation, any claims
against third parties for loss or damage to or destruction
of any or all of the foregoing and cash, negotiable instru-
ments and other instruments for the payment of money, chattel
paper, security agreements or other documents.

ANNEX "B"

| <u>QUANTITY</u> | <u>AAR DESIGNATION</u> | <u>INITIALLED ACFX AND NUMBERED</u> |
|-----------------|----------------------------|---|
| 301 | C214 | 38980 - 38999 39000 - 39079 39193 - 39242 39347 39421 - 39422 39436 - 39437 39449 - 39472 39480 - 39491 39553 39555 - 39564 39566 40301 - 40351 40352 - 40353 40355 - 40392 40394 - 40400 |
| 1 | C614 | 39478 |
| 1 | T105 | 71161 |
| 4 | T106 | 71182 71184 - 71186 |

| | |
|---------------------|----------|
| Covered Hopper Cars | 302 |
| Tank Cars | <u>5</u> |
| Total | 307 |

FEB 27 1986 -12 10 PM

SUPPLEMENT NO. 1
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

See "List of Additional Equipment and Leases", attached hereto as Exhibit A.

Schedule B to the Loan Agreement is hereby amended to and supplemented by the removal and deletion therefrom of the following described Collateral, which Collateral is hereby released and discharged from the Loan Agreement and the liens and encumbrances created thereby:

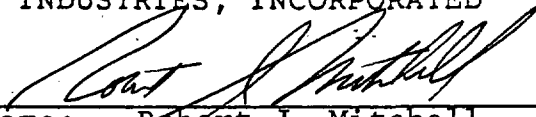
See "List of Released Equipment and Leases" attached hereto as Exhibit B.

As a condition to the making of the Loans by the Banks, Debtor shall execute and deliver appropriate Uniform Commercial Code financing statements which reflect the additional Equipment and Leases referred to above.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 25th day of February, 1986.

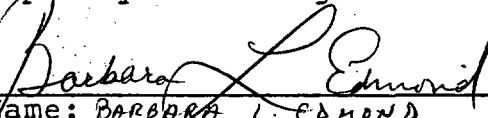
ACF INDUSTRIES, INCORPORATED


By


Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By


Name: BARBARA L. EDMOND
Title: ASST. VICE PRESIDENT


HUNTER HARRIS
Corporate Lending Officer

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:

On this 21st day of February, 1986, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlitt Avenue, Merrick, New York, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

ROBERT C. BICKFORD
Notary Public, State of New York
No. 31-4616432
Qualified in New York County
Commission Expires March 30, 1987

Robert C. Bickford

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:

On this _____ day of _____, 1986, before me personally came _____, to me known, who being to me duly sworn, did depose and say that he resides at _____, that he is the _____ of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 26th day of February, 1986, before me personally came BARBARA L. EDMOND, to me known, who being to me duly sworn, did depose and say that she resides at Old Bethpage, New York, that she is ~~the~~ Asst. Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed ~~her~~ name thereto by order of the board of directors of said bank.

Barbara L. Edmond

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires March 30, 1987

EXHIBIT A
TO
SUPPLEMENT NO. 1
FLEET NATIONAL BANK,
INDIVIDUALLY AND AS AGENT, AS SECURED PARTY
AGAINST
ACF INDUSTRIES, INCORPORATED, AS DEBTOR

List of Additional Equipment and Leases

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(a) all of the railroad rolling stock listed on Annex
"A" hereto and all of the leases and agreements for use
and all riders, amendments and supplements thereto re-
lating to the railroad rolling stock listed on Annex "A"
and (b) all products and proceeds of any of the foregoing
in whatever form, including without limitation, any claims
against third parties for loss or damage to or destruction
of any or all of the foregoing and cash, negotiable instru-
ments and other instruments for the payment of money, chattel
paper, security agreements or other documents.

ANNEX "A"

| <u>QUANTITY</u> | <u>AAR DESIGNATION</u> | <u>CAR NUMBERS</u> |
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| 78 | C614 | |
| 12 | C714 | |
| 8 | T104 | |
| 10 | T105 | |
| 1 | T106 | |
| 40 | T107 | |
| 9 | T865 | |
| 1 | T866 | |

Covered Hopper Cars.....212
 Tank Cars 69
 Total 281

EXHIBIT B
TO
SUPPLEMENT NO. 1
FLEET NATIONAL BANK,
INDIVIDUALLY AND AS AGENT, AS SECURED PARTY
AGAINST
ACF INDUSTRIES, INCORPORATED, AS DEBTOR

List of Released Equipment and Leases

The property released by this Supplement consists of:
(a) all of the railroad rolling stock listed on Annex
"B" hereto and all of the leases and agreements for use
and all riders, amendments and supplements thereto re-
lating to the railroad rolling stock listed on Annex "B"
and (b) all products and proceeds of any of the foregoing
in whatever form, including without limitation, any claims
against third parties for loss or damage to or destruction
of any or all of the foregoing and cash, negotiable instru-
ments and other instruments for the payment of money, chattel
paper, security agreements or other documents.

ANNEX "B"

| <u>QUANTITY</u> | <u>AAR DESIGNATION</u> | <u>INITIALED ACFX AND NUMBERED</u> |
|---------------------|----------------------------|--|
| 301 | C214 | 38980 - 38999 39000 - 39079 39193 - 39242 39347 39421 - 39422 39436 - 39437 39449 - 39472 39480 - 39491 39553 39555 - 39564 39566 40301 - 40351 40352 - 40353 40355 - 40392 40394 - 40400 39478 |
| 1 | C614 | 71161 |
| 1 | T105 | 71182 |
| 4 | T106 | 71184 - 71186 |
| Covered Hopper Cars | 302 | |
| Tank Cars | <u>5</u> | |
| Total | 307 | |